



PUBLIC NOTICE

Federal Communications Commission
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DA 15-833
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**DOMESTIC SECTION 214 APPLICATION FILED FOR THE
TRANSFER OF CONTROL OF HYPERCUBE TELECOM, LLC AND
WEST IP COMMUNICATIONS, INC. TO WEST CORPORATION**

STREAMLINED PLEADING CYCLE ESTABLISHED

WC Docket No. 15-163

Comment Date: August 3, 2015
Reply Comment Date: August 10, 2015

HyperCube Telecom, LLC (HyperCube), West IP Communications, Inc. (West IP) and West Corporation (West) (together, Applicants) filed an application pursuant to section 214 of the Communications Act of 1934, as amended (Act), and section 63.03 of the Commission's rules, requesting approval to transfer control of HyperCube and West IP to West.¹

HyperCube, a Delaware limited liability company, provides wholesale local and national tandem switching and transport services, termination services, toll-free origination services, and Direct Inbound Dial services to telecommunications and information service providers. HyperCube's services are currently available in the District of Columbia and every state except Alaska, Hawaii, and Utah. West IP, a Delaware corporation, primarily provides interconnected VoIP services to business customers in all 50 states plus the District of Columbia.

West, a publically traded Delaware corporation, is the direct or indirect parent company of several subsidiary companies, including HyperCube and West IP. Through its subsidiaries, including Intrado Communications Inc. and InterCall, Inc., West provides a broad range of communications and network infrastructure solutions to business customers throughout the United States and globally. West's primary shareholders are: the funds managed by Thomas H. Lee Partners, L.P. (the THL Funds); the Quadrangle Group LLC (the Quadrangle Funds);² and Gary L. West and Mary E. West.³ The THL Funds, limited partnerships and limited liability companies formed under the laws of Delaware, currently hold approximately 22 percent of West. Applicants state that THL Holdco, LLC, which acts upon voting and investment control over securities that the THL Funds own, currently consists of Anthony J. DiNovi

¹ 47 U.S.C. § 214, 47 C.F.R. § 63.03. Applicants are also filing applications for transfer of control associated with authorization for international services. Applicants filed a supplement to their Application on July 17, 2015. Any action on this domestic section 214 application is without prejudice to Commission action on other related pending applications.

² Applicants state that Quadrangle holds a ten percent or greater interest or otherwise holds effective control over the following telecommunications providers: Hargray Communications Group, Inc.; NTELOS; and Access Spectrum, LLC.

³ See Application for a complete list of the THL Funds and the Quadrangle funds.

and Scott M. Sperling, each of whom is a U.S. citizen. The funds affiliated with the Quadrangle Funds are Delaware limited partnerships and currently hold approximately five percent of West. Applicants state that the voting and investment control over securities that the Quadrangle Funds own are acted upon by the investment committee of QCP GP Investors II LLC. Applicants state that the following U.S. citizens are the current members of the investment committee of QCP GP Investors II LLC: Brian Bytof, Setven G. Felsher and Michael Huber. Applicants state that the THL Funds and the Quadrangle Funds have agreed to act together on certain matters with respect to West and its subsidiaries, including with respect to the election of directors to West's Board of Directors. Gary L. West and Mary E. West each hold less than 10 percent of West. Mr. West and Mrs. West are U.S. citizens; the principal business of the West Family is investment in publicly traded and privately held companies.

Applicants state that the THL Funds and the Quadrangle Funds are proposing to further reduce their shares of common stock. Applicants submit that the stock transactions may occur in a variety of ways, including, but not limited to, a series of secondary market offerings on the open market or through underwriters, dealers or agents or privately negotiated sales to one of more third parties; repurchase of shares of common stock by West; in-kind distributions; or, other dispositions as may be deemed appropriate. Applicants state that these stock transactions may materially reduce the total holdings of the THL Funds and the Quadrangle Funds to below ten percent of the outstanding voting shares of West and eliminate the THL Fund's and the Quadrangle Funds' ability to exercise substantial influence over the policies and actions of West and its subsidiaries through the appointment of directors to the West Board of Directors. Applicants assert that the proposed transaction is entitled to presumptive streamlined treatment under section 63.03(b)(2)(i) of the Commission's rules and that a grant of the application will serve the public interest, convenience, and necessity.⁴

Domestic Section 214 Application Filed for the Transfer of Control of HyperCube Telecom, LLC and West IP Communications, Inc. to West Corporation, WC Docket No. 15-163 (filed July 2, 2015).

GENERAL INFORMATION

The transfer of control identified herein has been found, upon initial review, to be acceptable for filing as a streamlined application. The Commission reserves the right to return any transfer application if, upon further examination, it is determined to be defective and not in conformance with the Commission's rules and policies. Pursuant to section 63.03(a) of the Commission's rules, 47 CFR § 63.03(a), interested parties may file comments **on or before August 3, 2015**, and reply comments **on or before August 10, 2015**. Pursuant to section 63.52 of the Commission's rules, 47 C.F.R. § 63.52, commenters must serve a copy of comments on the Applicants no later than the above comment filing date. Unless otherwise notified by the Commission, the Applicants may transfer control on the 31st day after the date of this notice.

Pursuant to section 63.03 of the Commission's rules, 47 CFR § 63.03, parties to this proceeding should file any documents in this proceeding using the Commission's Electronic Comment Filing System (ECFS): <http://apps.fcc.gov/ecfs/>.

In addition, e-mail one copy of each pleading to each of the following:

- 1) Myrva Freeman, Competition Policy Division, Wireline Competition Bureau, myrva.freeman@fcc.gov;

⁴ 47 C.F.R. § 63.03(b)(2)(i).

- 2) Dennis Johnson, Competition Policy Division, Wireline Competition Bureau, dennis.johnson@fcc.gov;
- 3) David Krech, Policy Division, International Bureau, david.krech@fcc.gov;
- 4) Jim Bird, Office of General Counsel, jim.bird@fcc.gov.

People with Disabilities: To request materials in accessible formats for people with disabilities (braille, large print, electronic files, audio format), send an e-mail to fcc504@fcc.gov or call the Consumer & Governmental Affairs Bureau at (202) 418-0530 (voice), 1-888-835-5322 (tty).

The proceeding in this Notice shall be treated as a “permit-but-disclose” proceeding in accordance with the Commission’s *ex parte* rules. Persons making *ex parte* presentations must file a copy of any written presentation or a memorandum summarizing any oral presentation within two business days after the presentation (unless a different deadline applicable to the Sunshine period applies). Persons making oral *ex parte* presentations are reminded that memoranda summarizing the presentation must (1) list all persons attending or otherwise participating in the meeting at which the *ex parte* presentation was made, and (2) summarize all data presented and arguments made during the presentation. If the presentation consisted in whole or in part of the presentation of data or arguments already reflected in the presenter’s written comments, memoranda or other filings in the proceeding, the presenter may provide citations to such data or arguments in his or her prior comments, memoranda, or other filings (specifying the relevant page and/or paragraph numbers where such data or arguments can be found) in lieu of summarizing them in the memorandum. Documents shown or given to Commission staff during *ex parte* meetings are deemed to be written *ex parte* presentations and must be filed consistent with rule 1.1206(b), 47 C.F.R. § 1.1206(b). Participants in this proceeding should familiarize themselves with the Commission’s *ex parte* rules.

For further information, please contact Myrva Freeman at (202) 418-1506 or Dennis Johnson at (202) 418-0809.

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